

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 853-3223

RECORDATION NO. 14792 B Filed 1425

DIRECT LINE: (312) 984-3821

T. D. MARION

DIRECTOR-EQUIPMENT FINANCING  
AND ASSISTANT TREASURER

DEC 23 1985 10:35 AM

INTERSTATE COMMERCE COMMISSION December 20, 1985

Honorable James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20427

No. 5-357A040  
Date DEC 23 1985  
Fee \$ 10.00  
ICC Washington, D.C.

Dear Mr. Bayne:

Submitted herewith for filing and recording under 49 U. S. C.  
Section 11303(a) and the regulations promulgated thereunder are  
five (5) executed copies of the following document:

Manufacturing Agreement Supplement No. 2 dated as  
of December 16, 1985, a secondary document,  
supplementing a Manufacturing Agreement dated as of  
May 7, 1985 between Thrall Car Manufacturing Co.  
and Trailer Train Co.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)  
101 North Wacker Drive  
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)  
26th & State Street  
Chicago Heights, Illinois 60411

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform artic- ulated double- stack container- well cars, Contract T-1285-T	FC	20 (100 wells)	DTTX	62120-62139

\* All units will have marked on each side the following legend,  
"Ownership Subject to a Security Agreement Filed with the Interstate  
Commerce Commission".

*This one is 14797-B but not sure of next letter.*

*Countypart A. H. Harrison*

100 OFFICE OF  
TH. SECRETARY  
DEC 23 10 29 AM '85  
MOTOR OPERATING UNIT

Honorable James H. Bayne  
December 20, 1985  
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees. Prior recordations relating to this Supplement No. 2 being recorded are as follows:

- (1) Manufacturing Agreement dated May 7, 1985; recorded October 2, 1985, at 12:45 p.m., recordation number 14797, and
- (2) Manufacturing Agreement Supplement No. 1 dated August 20, 1985; recorded October 2, 1985 at 12:45 p.m., recordation number 14797-A.

A short summary of the Manufacturing Agreement Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 20 5-platform container-well cars numbered 62120-62139.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned or bearer.

Very truly yours,



T. D. Marion  
Director - Equipment Financing  
and Assistant Treasurer

Enclosures

TDM:kbb

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of December 16, 1985, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

RECORDATION NO. 14797-B  
DEC 23 1985 - 10 35 AM  
INTERSTATE ORDER  
COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 7, 1985, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By: George S. McNally  
Vice President

(Corporate Seal)

Attest:

Paul H. Leubner  
Assistant Secretary

TRAILER TRAIN COMPANY

By: R. E. [Signature]  
Vice President & Treasurer

(Corporate Seal)

Attest:

T. D. Mason  
Assistant Secretary

STATE OF ILLINOIS,

COUNTY OF Look

SS. :

Terra L. Knez  
Notary Public

Notary Public

STATE OF ILLINOIS, )  
 ) SS.:  
COUNTY OF COOK, )

STATE OF ILLINOIS,

COUNTY OF COOK,

)

SS.:

)

Karen K. Shurber  
Notary Public

Notary Public

(Notarial Seal)

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

THRALL CAR MANUFACTURING COMPANY  
(Manufacturer)

TRAILER TRAIN COMPANY  
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	20	62120-62139	\$142,336 (\$28,467.20 per well)	\$2,846,720	Dec. '85	T-1285-T

ITEM 2: December 31, 1985

ITEM 3: January 31, 1986

ITEM 4: 26th and State Street, Chicago Heights, Illinois 60411

\* 5-unit Articulated Container Well Cars, Specification #FC-100-265-115-A dated 8/15/84, revised 3/25/85, Drawing 4SK-841010-A revised 2/8/85.